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ORGANIZING A MINORITY TRADE ASSOCIATION



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INSTITUTE FOR MINORITY BUSINESS EDUCATION
Howard University

A MANUAL
ON ORGANIZING
A MINORITY
TRADE ASSOCIATION

Prepared by

INSTITUTE FOR MINORITY BUSINESS EDUCATION
Small Business Guidance and Development Center
School of Business and Public Administration

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FOREWORD

The Institute for Minority Business Education was established to improve the flow of information and technical services to business development centers and other institutions engaged in minority economic development. As a component of the Howard University School of Business and Public Administration, funded by the Office of Education, Department of Health, Education and Welfare, the Institute will work to improve the level of understanding of business and economic forces operating in the minority community and develop tools and techniques for use by Centers in improving their capability to deal with those forces.

This manual on "Organizing a Minority Trade Association" represents the first in a series of Management Assistance Manuals to be distributed by the Institute. Trade Associations have been found to be extremely beneficial to businesses of all sizes in every sector of the economy. For various reasons minority businessmen participate to a very limited extent in white-controlled trade associations. The fact that viable trade associations do not exist on a wide scale in the minority community has presented a considerable impediment to dissemination of information and services to minority businessmen with common problems. Moreover, the absence of unified groups of minority businessmen weakens the opportunity for improvement in their economic position in the general economy.

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Wilford L. White
Director, Small Business
Guidance and Development
Center

George H. Robinson
Executive Director
Institute for Minority
Business Education

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INTRODUCTION

A trade association may be defined as a nonprofit, cooperative, voluntarily joined organization of business competitors designed to assist members of its industry to deal with mutual business problems. Minority business people, however, are accustomed to working alone. Their business history usually reveals constant struggle. Until five years ago, there were few places to turn for help when it was needed. Consequently, we have seen businesses owned and operated by minority group members go through various stages of fragmented and disorganized existence with little or no hope of becoming established in the mainstream of the American economy.

The late 1960's produced a growing interest in applying new knowledge, on a more systematic basis, to the problems faced by the relatively small number of minority entrepreneurs who had ventured into the swiftly changing world of business and industry. The interest developed largely as part of the national attack on poverty in recognition of the need for minorities to develop viable economic resources.

Minority business ownership is increasing, but there is a need for more sophistication. Minority businessmen, therefore, must focus on the broader economic opportunities available in today's business world. Trade associations can greatly assist emerging minority businesses, making them competitive within the industry and creating a shell against forces which tend to monopolize the industry. The adaptation of majority business techniques -- such as trade associations -- to the activities of minority business has had several results:

- New ways of bringing business services to people for whom they had been effectively unavailable have been developed.
- New ways of informing public and private institutions of the economic problems of minority people have been undertaken.
- Application of techniques and ideas which have become part of the basic business operation in such areas as: accounting practices, business ethics, commercial and industrial research, trade promotion, industrial relations, standardization, and quality control has been encouraged.
- Realization of the necessity for governmental and private organizations to work together in a coordinated way if the overall objectives of minority business development are to be accomplished has been clearly established.

Trade associations have proven their value to the economic advancement of majority-controlled businesses. They certainly would be no less useful to minority businessmen.

BASIC CONSIDERATIONS

The Sponsor

Organizations that provide services to individual minority businessmen are ideally suited to undertake the promotion of a minority group trade association. Business development centers and similar organizations build up support and rapport within minority business communities by providing viable services to the small businessman. Much of the credibility of the organization is based on two principle factors:

1. The range, accessibility, efficiency and convenience of services provided, and
2. The people who provide those services.

The major considerations are that the sponsoring group has:

1. Support from the minority business community.
2. Credibility within the minority business community.
3. Rapport with minority businessmen, especially the leaders or more successful minority businessmen.
4. Empathy for the minority business community.

The following are examples of potential sponsoring groups:

1. Business Development Centers.
2. Economic Development Organizations.
3. National Business League Chapters.
4. Urban League Chapters.
5. Private Foundations.

This list of organizations is illustrative and does not limit the successful participation of other types of organizations that may wish to promote a minority group trade association. However, positive and active involvement with minority businessmen is an essential criterion for sponsorship of a minority group trade association.

The Team Approach

The sponsoring group should be aware that much effort must be devoted to the building of confidence. The minority businessman must have confidence in the sponsoring group. He must have confidence in the trade association's capability to do something for him as an individual. He must have confidence in the people who make contact with him in recruitment efforts.

The successful promotion of a trade association can be furthered by involving minority business leaders in organizational tasks. It is not necessary that all of the persons selected to work with the sponsoring group be the most successful businessmen from the trade. However, it is necessary that each one have the respect of the potential members of the proposed trade association.

A well-oriented and effective business development organization that has achieved status in the minority business community because of its performance and its personnel, combined with a select group of minority businessmen who possess leadership capabilities and have the respect of their peers, will form a team of developers that can be highly effective in promoting a minority group trade association.

The Trade to be Organized

The selection of a business or trade group to be organized into an association should be a carefully planned exercise. The implementation of that plan by the sponsoring group must be comprehensive and well coordinated. cursory knowledge or hearsay information about the problems and needs of a specific business group will not provide sufficient data. A sponsor should have reliable answers to the following questions:

1. Is there a strong enough representation of minority businessmen within the same trade group to provide a sufficient number of members for a trade association?
2. What are the needs of individual businessmen within that trade group?
3. Generally, what are the needs of the total trade group?
4. Have there been efforts in the past to organize minority group members doing business in this trade area? If so, what were the results? What problems were encountered? Why did previous efforts fail?

It cannot be assumed that even a strong organizational effort will result in a 100% response by the business or trade group. Therefore, total numbers from which to draw are important. A trade association with ten or fifteen members would not be effective. Approximately 40 to 50 representatives of the trade will be needed to get an association underway, and this number may be only 30 to 50 percent of the total number of persons in that trade. Once the association has become operational and achieved some status in the community, new members may be encouraged to join. Even so, efforts to recruit should not be relaxed at any time.

The sponsoring group or members of the trade association development team may have been involved with potential members through business service activities such as the following:

- a. Counseling
- b. Management training
- c. Preparing loan packages
- d. Economic development planning
- e. Serving on community economic advisory boards.

Activities such as those listed above provide the kinds of information needed to gain insight on whether there exists in the community a need to reinforce the capabilities of individuals doing business within a specific trade or business. Following are other methods of gathering information that may be employed by the sponsoring group:

1. Contact the local Small Business Administration office and other local business development centers for:
 - a. The names and locations of minority businessmen who have sought financial or technical assistance doing business in the area of the proposed association.
 - b. The identity of persons who have sought assistance to enter into the business field in the area of the proposed association.
2. Contact banks and other financial institutions for the names of minority businessmen who have sought financial assistance, especially those seeking crisis assistance.

Once the sponsoring group has gathered relevant information for the trade or business to be organized, an assessment should be made based on the following factors:

1. The needs of the proposed trade association, as a group, and the ways in which those needs can be met through services provided by the trade association.

2. Ways in which the proposed trade association, through its potential benefits to individual members, can provide expanded opportunities to the general community.
3. The potential support of public and private community organizations and institutions.

In planning for the formation of a trade association, emphasis should also be placed on the rewards and benefits for the individual businessmen -- now. No matter how obvious are the needs of the business group and the desire of a number of potential members to organize, the combination of need, interest and numbers is not enough to insure the successful formation of a trade association. Once the man is in the trade association -- and his greatest motivation will be because of personal benefits -- a total membership program can be developed.

RECRUITMENT

Locating Potential Members

The idea of cooperative, voluntary action for the benefit of the entire trade -- or a significant segment of it -- is one that will require some selling. A program of action specifically related to the problems and experiences of each prospective member will go far towards encouraging the formation of an association. An ideal situation would be that individual minority businessmen have asked for the help of the sponsor in the organization of a minority trade association. Usually, however, this will not be the case.

The following approach to locating the often obscure small minority businessman is a comprehensive one which can be modified to suit the needs of the development team:

1. Use a local classified telephone directory to prepare a listing of all firms, places of business, and individuals who are listed under the category of the proposed association. In this exercise the team of persons selected to act as the organizers or developers can be quite valuable if some of them have been involved in business in the city. A separate list should be compiled which identifies those businesses that are known to be owned by minority group members.
2. Secure a street map of the city. These are usually available from the city's Department of Engineering or City Planning Commission offices. The map may be used as follows:
 - a. Using known boundaries, real or imaginary, circle the sections of the city which have large concentrations of minority populations.
 - b. Assign members of the team to identify the businesses owned by minority members in those minority neighborhoods which they know best.

- c. Stick pins in the map to identify the locations of known minority-owned businesses within the trade for the proposed association.
- d. The map may also be used to identify the physical location of additional minority businessmen as each is located.

It is likely that after the listing taken from the telephone directory has been gone through by the organizing team, there will remain some businesses known to be white-owned, as well as some about which little is known concerning their ownership.

The organizing team will be required to spend much time in the street making contact with the businessmen. In addition to meeting with the already identified minority businessmen, organizers will have to determine the ownership of other businesses within the area they are canvassing. A word of caution here: There are many businesses located in minority neighborhoods that have blacks or other minority members "fronting" for them. It is often necessary to ask bluntly and directly whether a particular business is black-owned.

The trade group worked with will determine the techniques that must be applied to the recruitment effort. Listing a business in the classified telephone directory is a form of advertising. Advertising costs are usually high. For some minority businessmen, the cost might even be prohibitive. It is also reasonable to assume that in some trades or professional areas there will be businessmen who operate out of the trunks of their automobiles, from their homes or apartments, or who share space in a business establishment of another sort. The ability of members of the organizing team will be invaluable in locating businessmen not listed in conventional directories. Also, some businesses have only pay telephones

in their establishments. Naturally, business listings are not carried in the directory for pay telephones.

A valuable aid in locating minority businessmen in some cities is the City Directory of Black Businesses.^{*} It is highly likely, however, that even where there is a city directory of black business, there will still be businessmen unlisted. These, too, must be found. Not all minority businessmen have situated themselves in minority neighborhoods. Some are scattered in mixed neighborhoods, and a few are located in predominately white neighborhoods. The organizing team must use all available resources to locate every person in the community operating a business in the selected trade area.

Using Community Resources

The organizers of a trade association can effect more productive recruitment of potential members by using other community resources. Organizations and individuals engaged in providing meaningful services to the community should be considered potential contact sources. In addition to assisting in getting the location of minority businessmen, community groups can help publicize the effort and sell the program.

Personal contact and contact by mail and telephone with churches, social clubs, civic groups, and community service organizations can offer opportunities to explain the general purposes of organizing the association. Also, since the role of the community is vital to the expansion

*

See Appendix A for a listing of some cities for which there are black business directories.

of business efforts, it will serve as greater encouragement to the small businessman to know that the community supports the organization of the trade association.

The following are examples of what can be requested through community resources:

1. Churches can be asked to carry announcements in their newsletters or in the Sunday programs, and to post notices on their bulletin boards.
2. Clubs and civic groups can be requested to make similar announcements to their membership at regular meetings.
3. All community groups can be asked to circulate the information that the sponsoring group is actively trying to locate all minority group members doing business in the selected trade area.
4. Spot announcements can be carried on radio and television stations which cater to minority group audiences.

In addition to the above, there are other established community resources such as the following which can aid in locating minority businessmen:

1. The local N.A.A.C.P. Chapter
2. The local Urban League Affiliate
3. Organizations of other minority groups such as the Spanish speaking, Chinese, Indian, etc., where appropriate.
4. Newspaper offices, especially advertising departments.

Encouraging Participation

Members of the organizing team play a key role in the promotion of a trade association. Beyond the task of locating potential members is the task of convincing them that the proposed trade association holds numerous benefits for them. These are some guidelines and procedures that the organizing team may employ:

1. Whenever possible, make a telephone contact before a personal one.
2. Do not use the "hard sell" approach at the initial contact with the prospective member. Of course, if the businessman is an old friend, the judgment of the organizer would determine the intensity of the contact.
3. Do not go into the place of business armed with a form and determined to record a lot of data about the businessman and his business operation. Some notes might be helpful for follow-up contacts. However, these notes can generally be kept mentally until outside of the establishment. In the case of a new or unlisted business, inform the businessman of your desire to record his name, his trade name, address and telephone number.
4. The organizer should inform each businessman contacted about the purpose of the visit. The organizer should make the minority businessman aware of the economic potential of the black consumer market and that part of the purpose of the trade association is to help the minority businessmen capture a significant segment of that market.
5. No matter how run-down the appearance of the businessman's establishment and whatever the state of affairs inside, do not approach the businessman negatively. In spite of how the businessman looks, talks, or acts, his participation in the trade association is needed. You are there to help him decide to help himself, not to pass judgment.

6. At all times, the approach of organizers should be warm, friendly and informal.
7. Every businessman contacted should be informed about the time, place, and date of the first meeting of the trade association. (The organizational meeting is covered in detail in another section.) The organizer should seek some kind of commitment from the businessman to attend the organizational meeting.

Building Confidence

Much of the activity leading up to and beyond the organizational meeting should focus on confidence building. The minority businessmen contacted must have confidence in the organizers, the sponsor, and the philosophy of the trade association before they will make any kind of commitment, silent or verbal, to support the proposed association.

Building confidence is a gigantic task. There is no one formula for how it is done. Yet it is not a matter of chance. The task can best be met by a careful selection of organizers for the trade association. Having persons who are in business or who have extensive business backgrounds as part of the organizing team gives credibility to the effort. Businessmen frequently know of the struggles and problems of other businessmen. If by chance there should be no members of the minority business community serving as organizers, the sponsoring group should do everything possible to have well-known and respected businessmen accompany members of the organizing team on their initial contacts with prospective members.

Following Up

After contact has been made with prospective members, it is essential that communication be continued. Almost from the outset of organizing activities, the businessmen will demand, sometimes silently, that the sponsoring group 'show them something'. That 'something' may frequently be:

1. Your skills at organizing.
2. Your commitment to helping the individual businessman.
3. Your capabilities and resources.
4. Your leadership ability.
5. Your understanding of him and his business.
6. Your determination to follow through.

Use of an information kit is an effective follow-up technique.

The information kit can be used to:

1. Further stimulate the businessman to become active in and lend support to the proposed association.
2. Show the purposes, advantages and merits of being a member of the association.
3. Present the format and agenda of the organizational meeting.
4. Confirm the date, time, and place of the organizational meeting.

At least three or four days before the organizational meeting is to be held, each prospective member should be contacted. A telephone call and a letter will be appropriate.

The organizing team should keep in mind that throughout their contacts with prospective members -- in addition to stressing participation in the proposed trade association -- they should make known their willingness to help with the organizational meeting. Some suggestions for assistance which might be offered are listed below:

1. Organize a car pool to take persons to and from the meeting.
2. Have a well-publicized telephone number that any prospective member can call at any time for information or to talk about his business or his problems.
3. Since the meeting will most likely be during non-business hours, try to organize child-care or babysitting services. This service might be especially welcome if there are females involved in the trade group.
4. Mail out complimentary copies of relevant trade magazines or other publications to prospective members.

ORGANIZATION

The Organizational Meeting

Once the preliminary groundwork has been done, the next step is the organizational meeting. The success of that meeting will be decided by three principal factors:

1. CONTACT -- The number of people attending the organizational meeting.
2. CONTENT -- The format and substance of that meeting.
3. CONDUCT -- The management of the meeting.

Activities leading to the meeting must be carefully planned. If there is poor coordination, or poor planning, contact, content, or conduct may be seriously affected and the trade association will encounter difficulty getting started. The planners for the organizational meeting should keep in mind that the small businessman is often running a one-man operation or is frequently understaffed. He must be shown that any new and unfamiliar activity will be worth the investment of his time and energy. The success of the program requires that the first meeting encompass points which will stimulate discussion from the floor and encourage genuine participation by the group.

Preparation. If any of the persons responsible for planning the organizational meeting are themselves engaged in the trade of the proposed association, it will be an advantage in analyzing the data collected by the trade association development team and translating it into a meaningful meeting format. However, information assembled through the team's personal contacts with persons doing business in the trade, and

through contacts with other community information sources, will provide the background knowledge to make the concept of an association acceptable to prospective members. Knowing the needs of those in the trade is not enough. The planners of the organizational meeting must have knowledge of specific problems that can be handled most effectively by collective action.

There should be individuals charged with the responsibility of planning and conducting the organizational meeting. They could be members of the sponsoring group, members in the trade of the proposed association who have previously attempted to organize an association, or some combination.

Format. Small businessmen frequently think of themselves as independent. Accepting that one of the major objectives of organizing the trade association is to encourage voluntary cooperative action among minority businessmen, it must also be accepted that the organizational meeting should be designed and conducted in a manner that will lessen the feeling of independence from the outset.

The meeting may be conducted in a number of ways. However, the selected format will have to be based on the background information available about the compatibility of the individuals involved and the nature of the trade or profession concerned. Listed below are some factors which will help determine certain aspects of the meeting:

1. Will this group be composed chiefly of men or women?
2. What are their customary hours of business?
3. What are their busiest days?

4. What are their busiest seasons of the year?
5. Would the nature of this group best respond to experts in their field?
6. Would the group respond to some social contact combined with a business meeting?
7. Would having to pay for the meal defeat the success of a dinner or luncheon meeting?

Whatever form the organizational meeting may take -- a dinner or luncheon meeting, a strictly business affair, one with well-known speaker or one utilizing only the community leaders of that trade -- it should be carefully planned. Those present should get clear insight on:

1. What active membership in the association can mean.
2. What they can contribute to its success.
3. What their obligations will be.
4. What they must do to make the association a reality.

Attitudes of suspicion and skepticism can be expected from some businessmen. This is normal for minority businessmen because of their experience in the broader economic society. However, many of their fears and misgivings can be allayed through the efficiency of activities conducted to prepare for this meeting.

Identification of Goals and Objectives

Every trade association has among its basic principles the aim of increasing the earnings and profits of its members. How this general goal is to be expressed in terms which apply to the membership will be

determined largely by the current state of the trade. It will be necessary to focus also on several statements of goals and objectives which may serve as guidelines for the emerging association:

- to improve the relationship between member firms and the general public.
- to enlighten and educate the public about the usefulness and value of services rendered by the member firms.
- to increase members' effectiveness in the industry by supplying vital information and providing legal, technical, financial and management advice whenever possible.
- to encourage the application of the highest ethical standards for the business establishments of its members.
- to keep members informed of developments in their field of business.
- to establish appropriate accounting procedures and other business practices for its members.
- to engage in group advertising.
- to provide a useful vehicle for cooperative supply procurement among member shopowners.
- to develop credit unions, group hospital and health insurance, business insurance and bonding.

However stated, the overall purpose of improving business conditions for its members as determined by the requirements of the particular trade should be the overall objective stated within the goals of the association.

There are other areas of business which should be prepared by the organizers of the meeting and presented to the assembled group. Each of the following activities manifests opportunities for discussion from the floor and will give the members a meaningful role in shaping the association from the very beginning:

1. The suitability of various office locations for the association.
2. The selection of positions to be filled as elected leadership of the association.

The selections of leadership positions to be filled as an agenda item with discussion from the floor has multiple advantages. The most significant is that this process will give each member an opportunity to more thoroughly understand the function of each office. Once the positions to be filled have been selected, a nominating committee will be responsible for preparing a slate for those positions.

Name Selection

One of the early activities of the team organizing the trade association, prior to the organizational meeting, should be to prepare a list of suggested names for the association to submit to the members for their consideration. The names suggested should be descriptive, easy to remember, and distinctive.

There are several ways to involve the membership in naming the association once an initial list of suggested names has been presented. Those members present might eliminate all but two or three of the suggested names. The remaining names might then be circulated among all of the potential members to have each of them vote for his choice. The name receiving the greatest number of votes would be the selection. This approach might stimulate participation by more businessmen and would be a type of early group involvement.

A second approach might be to have the newly organized trade association sponsor an essay writing contest for high school students.

This approach will require more planning and coordination as well as a considerable amount of time, but it could be quite effective at involving the community in the initial stages. The public relations mileage certainly would not hurt the association. Following are some suggestions as to how the essay contest might be conducted:

1. Have the members of the association screen out all but several of the names suggested by the acting planning committee.
2. Prepare a sufficient number of posters (silk-screening is a simple and inexpensive process) to place one in each potential member's place of business. The posters should show:
 - a. The purpose of the contest.
 - b. Final date for entries (no more than 30 days).
 - c. Prizes.
 - d. Who is eligible (high school students).
 - e. What are the rules (limit number of words -- no less than 100; no more than 500. Someone has to read these.)
 - f. Where to return essays for the contest.
It might provide some motivation to have each member and potential member's place of business serve as an essay turn-in point.

It would be worthwhile to the emerging organization to involve the local press -- if possible -- and other community organizations such as churches, YMCA's, YWCA's, community centers, etc., in announcing the contest.

Constitution and Bylaws Committee*

The constitution and bylaws committee should be appointed almost immediately so that it can begin its work. It will be necessary for the members to vote on the proposed constitution and bylaws prior to the election of the officers who will serve under them.

The constitution of a group is a written instrument embodying its fundamental rules and provisions which describe the structure, organization, manner in which power is distributed, broad powers, and the guarantee of certain rights to its members. A constitution will vary to suit the needs of the particular group. However, there are some basic components of any constitution. A description of those primary components (articles) follows:

- Article I - Name, office (location), organizational year.
- Article II - Purpose of the association.
- Article III - Memberships; the general qualifications for membership; sets dues amounts; protection of members from assessments without their consent; sets forth voting rights; provides for the admission, suspension and expulsion of members.
- Article IV - Establishes the size (limits) of the board of directors and number of elective offices. Makes provisions for employing executives or specialists who will not be considered officers and who may receive compensation for their services. States that officers and directors shall be elected and shall serve in manners set forth in the bylaws.

*See Appendix B for sample constitution, Appendix C for sample bylaws.

- Article V - Committees; standing committees established who shall serve on the executive committee, states requirements for other committees, and the process for the selection of committee members.
- Article VI - Meetings; meetings of the directors; meetings of the membership; regular and special meetings; presiding officers and quorums.
- Article VII - Amendments; procedures for changing any part or parts of the constitution.

The bylaws deal with the same topics as the constitution but in terms of actual day-to-day operations. The bylaws are the "operating instructions" for the constitution -- the statement of rules by which the association conducts its business.

Committee Assignments

In addition to committees for drafting a constitution and bylaws and nominating officers, there may be several other functions which can be performed by committees. However, the burden of work will invariably fall upon those same persons who recruited members, organized the meeting, and otherwise came forward as leaders in the promotion of the trade association. Nonetheless, a structure should be present that will enable other members to emerge as leaders through association activities.

All persons on committees will not have equal amounts of time, motivation, or talent. All will not be able to meet regularly. Some people will have to do almost all the work. The fledgling trade association will probably grow increasingly dependent on the sponsoring group during the first year.

PROGRAM

The Need

Programs that will prove their usefulness to members of a trade association must be initiated immediately. A viable program must be developed if the association is to survive and attract new members. The productivity of the trade association is directly proportional to the member effort, time, and money invested. Since none is in infinite supply, activities and programs (long- and short-range) will have to be selected carefully.

There is no "canned" procedure for program planning that can be adopted by every trade association. Each organization has its own purpose and problems. Nevertheless, by following certain logical steps, a trade association can assure that its plan of operations is solidly based and developed in an orderly manner consistent with the needs of the association and the community.

Basics of Program Planning

Here are six basic steps in program planning:

1. Decide in general terms what you want to accomplish.
2. Take a look at what you want to work with.
3. Determine what will happen if no exceptional action is taken.
4. Decide very specifically what you want to accomplish. Establish your priorities.

5. Figure out, also very specifically, how you can get these desired results. You must include a close approximation of the required resources.
6. Follow up with an effective program of reporting, performance analysis, and community feedback.

In developing a program plan as outlined before, the planners must place emphasis on time frames in which objectives are to be accomplished. The first step in program planning has been accomplished by the adoption of goals and objectives as discussed earlier. The objectives decided upon, no matter how general, should have quantities assigned to them. The statement, "To establish the public image of the trade", is not a decision or a plan. It is a hope. But the statement, "We will design and use a logo on decals to be displayed in members' places of business, on stationary and on a newsletter", is a decision and a plan -- or at least the beginning of one. Each planning statement must be accompanied by a time element, such as: to be implemented in three months and completed within 60 days of implementation.

Long-Range Programs

There is among minority organizations a significant need for long-range programs. Most of the services which a trade association can provide generally fall into five major categories:

- A. Services which improve the image of the trade to the general public:
 1. Design and display of a logo.
 2. Upgrading the appearance of business establishments.

3. Setting standards of dress for employees.
- B. Services which improve the abilities and capabilities of the individual businessman to exist productively within the economic sector:
1. Providing legal consultation and legal services.
 2. Providing accounting services.
 3. Establishing standardized accounting and bookkeeping procedures.
 4. Utilizing group or large quantity buying of supplies.
 5. Conducting management technique workshops and seminars.
 6. Setting up a trade library.
- C. Services which provide technical upgrading to the employees of individual business establishments:
1. Distribution of a trade newsletter.
 2. Making technical staff training programs available.
 3. Providing employee counseling and labor relations.
- D. Services which create attitudes of confidence within the consumer markets:
1. Group advertising in newspapers, on radio and television.
 2. Involvement in community affairs.
 3. Establishing positive relationships with community social and civic organizations.

E. Services which focus primarily on community problems which directly or indirectly affect the businessman. The amelioration of these problems will provide significant benefit to the community.

1. Coping with conditions of physical deterioration in the community.
2. Addressing the problems of crime in the community.
3. Engaging in programs of training and employment of youth.

LEADERSHIP

A Definition

In the broadest sense leadership refers to that process whereby an individual directs, guides, influences, or controls the thoughts, feelings, or behavior of other human beings. Basically, there are five factors which tend to influence leadership behavior and the development of leadership patterns. They are:

1. The type of job to be done.
2. The personalities of those vying for leadership positions.
3. The personality of the group which determines who its leaders shall be.
4. The sanctions, by virtue of group consent and due process, at the leader's disposal.
5. The capacity of the group to make decisions.

Leadership and the Organizational Meeting

An effective trade association will require the enthusiasm and skill of its members to maintain operation. A strong trade association will require the support of the community to effect change. A viable trade association will require a commonality of purpose among its members. A surviving trade association will require that the environment of the association be free of dictatorships, cliques, power struggles, suspicions and other kinds of negative group behavior. Only the members of the association in their interpersonal relations with one another can determine what will be the attitude of the group and the environment of the association.

The stage will be set from the first meeting -- the organizational meeting. The attitude of the group will be influenced by the efficiency and suitability of that meeting. The environment of the association will be influenced by the relevance of content to those assembled. The leaders will be identified by the relationships established prior to, and during, the initial meeting. Those persons who were most active in organizing the trade association and who are members will have identified themselves in terms of leadership potential and in terms of their personal commitments to the association.

Self-Determination Within the Association

There are no short-cuts to the establishment of a self-sustaining trade association. That the processes of organization have been successful is not indicative of the potential continued growth and meaningfulness of the emergent structure. The trade association will require intense support from the sponsoring group. Much of the work to be done will probably have to be initiated by the sponsors.

The lines of communications between the sponsoring organization and the trade association should be strong, accessible, and open. The leadership of the association will play a major role in insuring that such is the case. The organizers of the trade association, and the sponsoring organization must work towards structuring the trade association's development through the association's leadership. The officers of the association must have the respect of the membership and rapport with the sponsors.

Self-determination as a way of life for the trade association may be some time in the making. However, those values and principles of

organization which will provide the association with the capability to make intelligent decisions about its existence, and allow its leaders to work toward the development of self-determination, may be summarized as follows:

1. Members of the trade association will more fully understand those ideas they help to formulate.
2. Group decisions will receive more support than those decisions which are a result of autocratic edict imposed by the sponsoring organization even though the best interests of the trade association are believed to be served.
3. Leadership and its development must draw upon all available human resources. The sponsoring organization should not attempt to dominate the trade association but must provide every opportunity for members of the association to express any and all leadership potential that exists.
4. Self-reliant individuals will be developed through the application of the democratic process within the association. The sponsors can not assume that the membership will accept that the sponsors know better than the members what should be done within the association. On the contrary, the support of the leadership as the chief vehicle of communications will enable a democratic environment to exist.
5. The democratic process will contribute to the building of a self-sustaining association. Members must feel that it is their trade association, not the sponsors. Therefore, morale will be higher. Participation will be more active and growth can take place.
6. There will be differences among members within the association. This can be expected if there is to be progress. The principles of democratic leadership allow for differences among members. However, differences between the sponsor and the association will retard progress or might even prove to be fatal to the association.

INCORPORATION

What Incorporation Means

Incorporation of the trade association is advisable. Generally, the functions of the trade association are quite related to the functions of any other business enterprise. As a nonprofit corporation, it becomes possible for the association to share in the benefits of existing as a corporate structure without being affected by some of the disadvantages of corporate businesses.

A corporation is a legal entity, separate and apart from its directors, officers, members or employees. A corporation may carry on the business for which it was formed, may own property, make contracts, sue and be sued in its own name. A corporation may live indefinitely; it is unaffected by the death or incapacity of its directors, officers, members or employees. By incorporating, the trade association will:

1. Establish itself as a legal entity, thus removing the possibilities of individual responsibility or liability for the actions of the trade association; and
2. Provide continuity for the association which does not depend on the continued services of a particular individual.

Procedures of Incorporation

It is important to the process of completing the organization of the trade association that at the organizational meeting, a committee, under the chairmanship of a steering committee member, be established to initiate incorporation procedures immediately. In order to incorporate

it is necessary to procure a charter of certificate of incorporation from the state. The requirements may vary from state to state, but the process will generally require a group to:

- A. Consult an attorney who will refer to the pertinent state statutes to assure full compliance with the law.
- B. Draw up the Articles of Incorporation.
- C. Require (in some states) that the constitution and bylaws of the petitioner accompany the Articles of Incorporation.
- D. File for a corporate charter.

Certificate of Incorporation

Most states require that a certificate of incorporation contain the following:

- A. CORPORATE NAME. You cannot select a name that too closely resembles that of an existing corporation. The name must include words or abbreviations that indicate it is a corporation, such as Corporation, Corp., Incorporated, Inc.
- B. PURPOSE or OBJECT CLAUSE. This is the most important clause as it tells the purpose for which the corporation is organized and what its business purposes are.
- C. LOCATION. The location of the Corporation, including street and number of its initial registered office.
- D. AGENT. The name and location of its initial registered agent for service or process.

- E. MEMBERSHIP. Statements which identify the regulation and rights of membership.
- F. DURATION of the Corporation.
- G. INCORPORATORS. The name and address, including street and number, of each incorporator. Most states require at least three.
- H. DIRECTORS. The number of directors constituting the initial board of directors and the names and addresses, including street and number, of the persons who are to serve as the initial directors until the first meeting or until their successors are elected and qualified.

FINANCE

Getting Started

The amount of money required to get an association started is difficult to estimate. The kinds of resources available to the sponsoring group or members of the trade group will determine what is needed to subsidize the processes of organization. Before the first steps of organizing a trade association have begun, the sponsoring group should determine:

- A. What will be the approach to organizing a minority trade association?
- B. What is the commitment of the sponsoring group?
- C. What resources are available within the sponsoring group to aid the project?
- D. What additional resources are needed?
- E. What resources can be secured from the general community?
- F. How can money be acquired to purchase items and/or services which cannot be supplied on a volunteer or gift basis by available resources?

Resources -- Where they are

Almost every large metropolitan area has, either in its midst or nearby, a reservoir of resources. The major tasks confronting a sponsoring group of a trade association with regard to community resources will be:

- A. To identify those resources in the community which might be utilized to aid the organization of a trade association.
- B. To mobilize those resources once identified.
- C. To coordinate those resources.
- D. To locate supplemental capabilities to aid the organizational process.

Although specific community resources may vary from city to city, the kinds of aid required will generally determine what the prime sources of supply are. For example:

A. Meeting Places

- Local Churches
- College or University Facilities
- Restaurants
- Hotel or Motel Meeting Rooms
- Community Rooms in Private Business Establishments

B. Printing Services

- Local Vocational High School
- Community Colleges
- Vocational/Technical Colleges
- Community Social Service Centers
- Private Business

C. Manpower for Organizational Tasks

- Colleges (Students)
- Community Organizations
- Churches
- Civic Organizations
- Private Industry

D. Technical Assistance

- National Trade Organizations
- Colleges (Business or Law Students)
- Economic Development Centers of Agencies
- Private Business Chambers of Commerce

E. Financial Assistance

State or Federal Government Funding
Philanthropic Foundations
Churches
Private Business Members

The sources for assistance listed above are suggestions and should not be perceived as the universe of resources. However, understanding that the organizational process is one which should involve as many community contacts as possible will enable the trade association members and the sponsoring organization to broaden their horizons and increase their credibility throughout the community.

Continued Financing

To have successfully called together minority group businessmen doing business in a specific trade, organized an association, developed a constitution and bylaws, and incorporated and elected officers does not imply that the need for finances ceases. The trade association, like any other business, will require continued financing if it is to accomplish its objectives.

It is unlikely that an effective association can be run by a totally volunteer staff. It is more unlikely that from among the minority businessmen themselves there will be any who can donate enough time to the management of the association to make it effective. More importantly, the trade association itself cannot be meaningful to its members or the community unless it can translate its efforts into greater profits for the businessman and better services to the community. This means that a program to accomplish these goals must be developed. A program of

operations is almost synonymous with budget. Budget means money. It will require money to operate a successful trade association program.

How much money is needed for the association? As much as it takes to accomplish its objectives. The most likely source of revenue for the trade association is dues from the membership. Dues assessments should be large enough to permit the operation of a reasonably effective program. Dues should not be so high that only those businessmen doing well can afford to belong.

The payment of dues should not be looked upon by the businessman as a contribution, but as an investment. For this payment he will expect to get something in return. The amount of dues to be paid by each member is not as important as the program the association designs and implements on behalf of the businessmen. It is not unusual to assess members of the association according to their ability to pay. Members with small volume businesses cannot be liable for the same amounts as businessmen who are operating large volume businesses. On the other hand, it would be destructive to the organization to attempt to discriminate against smaller operators by limiting the services they might receive because of a scaled dues plan.

A P P E N D I X

CITY DIRECTORIES OF BLACK BUSINESS

CALIFORNIA

Pasadena

*Pasadena
and Opportunity
647-651 North Fair Oaks Avenue
Pasadena, California 91103

San Diego

San Diego Urban League
2958 Imperial Avenue
San Diego, California 92113

San Francisco

*Coro Foundation
760 Market Street
San Francisco, California 94102

*PACT, Inc.
593 Market Street, Suite 200
San Francisco, California 94105

CONNECTICUT

New Haven

*Greater New Haven Business and
Professional Association
226 Dixwell Avenue
New Haven, Connecticut 06511

Stamford

*Stamford-Darien Council of Churches
36 Bonner
Stamford, Connecticut 06902

DISTRICT OF COLUMBIA

*Small Business Guidance and Development Center
Howard University
P. O. Box 553
Washington, D. C. 20001

ILLINOIS

Chicago

- *Black Book Directory
1047 West 79th Street
Chicago, Illinois 60620
- Chicago Urban League
4500 South Michigan Avenue
Chicago, Illinois 60653
- *Operation Breadbasket (SCLC)
366 East 47th Street
Chicago, Illinois 60653

INDIANA

Anderson

- *Anderson Urban League
631 Citizens Bank Building
Anderson, Indiana 46010

Muncie

- *Anderson Urban League
631 Citizens Bank Building
Anderson, Indiana 46010

KENTUCKY

Louisville

- *Kentucky Commission on Human Rights
Capital Annex Building
Louisville, Kentucky

MARYLAND

Baltimore

- *Council for Equal Business Opportunity
1102 Mondawmin Concourse
Baltimore, Maryland 21215

MASSACHUSETTS

Boston

Marty Rachman
35 Juniper Circle, West Concord
Boston, Massachusetts

*Buy-Black Roxbury Business Association
Boston, Massachusetts

Dorchester

*Roxbury Businessmen's Development Corporation
Suite 16
58 Bowdoin Avenue
Dorchester, Massachusetts 02124

MICHIGAN

Battle Creek

Battle Creek Area Urban League
502 West Michigan Avenue
Battle Creek, Michigan 49017

Detroit

*Booker T. Washington Business Association
736 Pallister
Detroit, Michigan 48202

Inner City Business Improvement Forum
6072 Fourteenth Street
Detroit, Michigan 48202

MINNESOTA

Minneapolis

*Buy-Black Campaign
1115 Plymouth Avenue North
Minneapolis, Minnesota 55411

St. Paul

St. Paul Urban League
65 East Kellogg Boulevard
St. Paul, Minnesota 55101

MISSOURI

St. Louis

Human Development Corporation of St. Louis
1321 Clark
St. Louis, Missouri 63103

NEW YORK

Buffalo

*University of Buffalo
166 Beard Avenue
Buffalo, New York 14204

OHIO

Cincinnati

*Urban League of Greater Cincinnati
2400 Reading Road
Cincinnati, Ohio 45202

Cleveland

Heights Citizens for Human Rights
2310 Westminster
Cleveland, Ohio 44115

PENNSYLVANIA

Philadelphia

*Black House
1738 West Columbia Avenue
Philadelphia, Pennsylvania 19121

*Urban Market Developers
4040 Locust Street
Philadelphia, Pennsylvania 19106

Pittsburgh

Allegheny Conference
200 Ross Street
Pittsburgh, Pennsylvania 15219

NATIONAL DIRECTORIES OF SPECIAL TYPES OF BLACK BUSINESSES

Banks

National Bankers Association
4310 Georgia Avenue, N. W.
Washington, D. C. 20011

Contractors

General & Specialty Contractors
Association
801 McAllister Street
San Francisco, California 94102

Human Relations Consultants

*Samuel E. Harris & Associates
1660 L Street, N. W.
Washington, D. C. 20036

Manufacturers and Interstate
Services

*Buy-Black Campaign
1115 Plymouth Avenue North
Minneapolis, Minnesota 55411

Public Relations Consultants

*Maurice Sampson & Associates
1346 North Broad Street
Philadelphia, Pennsylvania 19121

*

Conv in the School of Business and Public Administration Library

This list was compiled by Thelma Y.
Halliday, Librarian, School of Business
and Public Administration.

Howard University - July, 1970

ARTICLES OF INCORPORATIONASSOCIATION

We, the undersigned natural persons of the age of twenty-one (21) years or more, and citizens of the United States, acting as incorporators of a non-profit corporation, adopt the following Articles of Incorporation for such non-profit corporation pursuant to the (State of Incorporation) (State) Non-profit Corporation Act:

FIRST: The name of the corporation is: _____

_____.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The corporation is organized and will be operated for trade association purposes including, but not limited to:

1. Representing, fostering and protecting the business and professional interest, needs and common objectives of owners of _____

2. Encouraging the application of the highest ethical standards and the finest physical appearance for the lines of businesses of the members of the association, and educating the industry as to appropriate accounting procedures and other guidelines for better business practices.

3. Informing members about improved _____
_____ methods and other advancements in the lines of business of members.

4. Informing and enlightening the public about, and creating better understanding and appreciation for, the usefulness and value of the services rendered by _____

In furtherance and not in limitation of the general powers conferred by the laws of the (STATE) and of the objects herein set forth, it is expressly provided that this corporation shall have also, as far as are lawful, the following powers, viz:

(a) To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of such real and personal property as may be deemed necessary for the activities of the Association; to enter into, make, perform, or carry out contracts of every kind with any firm, person, corporation or association necessary for the accomplishment of the objects and purposes herein set forth; to do any acts necessary or expedient for carrying on any or all of the objects and purposes of this corporation not forbidden by law, or by this certificate of incorporation, or by its by-laws, or by the laws of the (STATE).

(b) To have offices and promote and carry on its objects and purposes, within or without the (STATE), and in the states, territories or colonies of the United States and in foreign countries.

(c) To have all powers that may be conferred upon corporations formed under the (STATE) Non-profit Corporation Act.

The corporation shall not pursue any purpose or carry on any activities not permitted to be pursued or carried on under the (STATE) Non-profit Corporation Act or by a corporation described in section 501

(c) (6) of the Internal Revenue Code of 1954 and exempt from federal

income tax under section 501 (a) thereof (or the corresponding provisions of any future United States Internal Revenue Law).

FOURTH: The corporation shall have no stockholders. The corporation shall have members.

FIFTH: The corporation shall have one class of members. The conditions and qualifications for membership, the method of admission, and the limitations, rights, powers and duties of members, the dues, assessments and contributions of members, the method of expulsion from or termination of membership, the right to and manner of voting, and other matters pertaining to the officers, directors and membership and the conduct, management and control of the business, affairs, and property of the corporations, shall except as otherwise provided from time to time in the By-Laws of the corporation or any amendments thereto.

Name of Incorporator

Address

Date: _____

I, _____, a Notary Public, hereby
certify that on this _____ day of _____, _____
personally _____ who signed the foregoing document as
incorporators, and that the statements therein contained are true.

Notary Public

CONSTITUTION OF THE ASSOCIATION

ARTICLE I.

Name, Office and Organizational Year

Section 1. Name

The name of this organization shall be the _____.

Section 2. Office

The office of this organization shall be located in the City of _____ in the State of _____.

Section 3. Organizational Year

The organizational year shall begin on the first day of January of each calendar year and end on the last day of December.

ARTICLE II.

Purpose

We, as owners and operators of _____, associate ourselves for the following objects and purposes: To foster and promote the general welfare of small independent _____ and to help them achieve their common objectives; to be useful as a vehicle for cooperative arrangements between the member _____; to further improve the relationship between the member _____ and the general public, and to enlighten and educate the public as to the usefulness and value of the services rendered by the member _____; to establish appropriate accounting procedures, and other business practices for member _____; to engage in institutional advertising; to keep the member _____ informed of information vital to the _____ industry; and to otherwise serve all interests of the members by any and every lawful means.

ARTICLE III.

Membership

Section 1. Qualification for Membership

Membership shall be open to all businessmen of good character whose business is the operation of a _____ or a _____ within the _____ area of _____.

Section 2. Dues for Membership

The annual dues for a member with a plant on the premises shall be such amount _____ dollars (); for a member with a _____ dollars () and shall be payable in such manner and on such terms as the By-Laws shall prescribe.

Section 3.

No member shall be subjected to any assessment or be required to make any payment whatever to this organization other than annual dues (as provided for in Section 2 of this ARTICLE III of this Constitution) without his expressed consent.

Section 4.

Each business enterprise, irrespective of the nature or means of conducting business, shall be eligible only to a single membership, having a single vote.

Section 5. Benefits

Only financial members of the association shall be entitled to share in any benefits or services of the Association except as may be expressly provided from time to time by the Board of Directors.

Section 6. Admission, Suspension and Exuplsion of Members

All members shall be admitted, suspended or expelled in accordance with the standards and procedures prescribed in this Constitution and in the By-Laws of this organization. Provided, however, that no

member (except one dropped for non-payment of dues within such time as may be specified in the By-Laws) shall be suspended or expelled from this organization without:

1. The Secretary mailing postage pre-paid (by registered mail, return receipt requested) to his last address as shown on the membership records of the organization at least ten (10) days written notice of the specific charges against him and of the date of hearing thereon by the Board of Directors;
2. An opportunity to be heard in person and with counsel (if he desires); and
3. An affirmative finding by the majority of the Board of Directors that his conduct has been prejudicial to the best interests of the organization.

ARTICLE IV.

The Board of Directors, The Officers, Elections

Section 1. The Board of Directors

The operation of this organization shall be vested in a Board of Directors composed of _____ () members.

Section 2. The Officers

The Officers of this organization shall be the President, the Vice-President, the Secretary, the Financial Secretary, and the Treasurer.

Section 3. Election; Powers, Duties and Terms of Office for Elected Posts

The Officers shall be elected annually by the members of this organization in such manner and with such powers and duties as the By-Laws shall prescribe.

Section 4. Executives

The association may, by a majority vote of the Board, employ an Executive Secretary and other executives, specialists and employees, none of whom shall be considered officers of the Association.

Section 5. Compensation

All officers and directors shall serve without compensation. The Executive Secretary and other executives, specialists and employees, shall receive such compensation as the Board of Directors from time to time may direct.

ARTICLE V.

Committees

Section 1. Standing Committees

The standing committees of the Association shall be an executive committee, a legislative committee, membership committee, finance committee and a nominating committee, and such other committees as may be constituted from time to time by the Board of Directors.

Section 2. Executive Committees

The executive committee shall consist of the President, the Vice-President, Secretary, Financial Secretary and Treasurer and three members of the Board of Directors elected by a majority vote of the Board of Directors.

Section 3. Composition of Committees

All committees except the Executive Committee herein otherwise provided for shall consist of an odd number of members and shall have as chairman a member of the Board of Directors.

Section 4. Selection of Committee Members

Members of the standing committees, except the executive committee, shall be appointed by the President, with approval of a majority of the Board of Directors. The membership of all other committees shall be appointed by the President. Each member of a standing committee shall serve during the term of office of the Board of Directors from which the committee chairman is selected.

ARTICLE VI.

Meetings

Section 1. Meetings of the General Membership

- a. The bi-monthly general meeting shall be held on the second Tuesday of the month.
- b. Special Meetings

Special meetings of the membership shall be called by the President upon the order of the Board of Directors or upon the written request (addressed to the Secretary) of seven (7) members in good standing. Notice of the date, time, place and specified purpose of each special meeting (as fixed by the Board of Directors) shall be mailed by the Secretary to each member in good standing at his last address as shown on the membership records of the organization at least ten (10) days prior to the date set therefore. At least ten (10) members in good standing must be present in person at any special meeting of the membership in order to constitute a quorum. Only the specific business mentioned in the Notice of the Special Meeting can be taken up at any special meeting of the membership.

Section 2. Meetings of the Board of Directors

- a. The Board of Directors shall hold three meetings; one in the first month of the year, the sixth month, and the eleventh month. The Board, by resolution, may provide for the holding of other regular meetings and may fix the time and place of holding such meetings, but shall meet at least three times a year.
- b. Special Meetings

Special meetings shall be held whenever called by the President or by six or more directors.

Section 3. Quorum

A majority of the whole Board shall constitute a quorum for the transaction of business. The Board shall act by a majority of the members present at any meeting, except as herein otherwise provided.

Section 4. Organization

At every meeting of the Board, the President, or, in his absence, the Vice-President, or in his absence, a member of the Board designated by him, or in the absence of such designation, a chairman chosen by a majority of the directors present, shall preside.

Section 5. Resignation

Any director may resign any time by giving written notice to the President or the Secretary of the Association or to the Board. Such resignation shall take effect upon the acceptance thereof by the Board of Directors, and the election and qualification of his successor.

ARTICLE VII.

Amendments

This Constitution may be amended at any regular or special meeting of the membership by the affirmative vote of two-thirds (2/3) of the active members in good standing who are present and voting in person. Provided, however, that no amendments may be considered or voted on at any regular or special meeting of the membership unless:

1. A copy of the amendment and notices of the proposed action thereon has been mailed to each active member in good standing at his last address as shown on the membership records of the organization at least ten (10) days prior to the date set for the meeting at which the amendment is to be considered.

BY-LAWS OF THE _____ ASSOCIATION

ARTICLE I.

Membership

Section 1.

Those eligible for active membership in this organization shall be admitted thereto only upon the approval of their written applications for such membership by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors present. However, no such application can be considered or acted upon by the Board unless accompanied by the initiation fee, ten dollard (\$10), in advance.

Section 2. Suspension or Expulsion of Members

All members will be suspended or expelled in accordance with the standards and procedures prescribed in Section 6 of ARTICLE III of the Constitution of this organization, or by such specific procedures as may be adopted by the Board of Directors

Section 3. Resignation of Members

Resignation from membership in the organization shall be in writing and directed to the Secretary. Persons resigning from membership shall not be entitled to a refund of dues paid.

ARTICLE II.

Dues

Section 1.

The dues for active membership in this organization shall be _____ dollars () for a _____, _____ () for a _____ annually. All dues are due and payable on January 1, and must be paid in full by March 31 of each year.

Section 2.

Any member, whose annual dues have not been paid within three months of the due date thereof shall automatically be dropped from membership in this organization.

ARTICLE III.

Board of Directors

Section 1. General Power

The business of the association, except as otherwise expressly provided by Charter or by the Constitution, shall be managed by the Board of Directors, which duties may be delegated by it to the Executive Committee. It shall keep a record of all meetings. The Board shall have power, by a four-fifth vote of the whole Board, to remove any officer, and by a three-fourths vote of the whole Board any member of any committee who fails, or who is negligent in the performance of the duties assigned.

Section 2. Qualifications

Any member of the association shall be eligible for election to the Board of Directors who, at the time of his election, shall be in good standing.

Section 3. Meetings

The Board of Directors shall hold three meetings; one in the first month of the year, the sixth month, and the eleventh month. The Board, by resolution, may provide for the holding of other regular meetings and may fix the time and place of holding such meetings, but shall meet at least three times a year. Special meetings shall be held whenever called by the President or by six or more directors.

Section 4. Notice of Meetings

Notice of the time and place of holding all meetings of the Board shall be mailed to each director, addressed to him at his usual place of business or such other address as he may have designated in a written request filed with the Secretary or communicated to such Director by phone.

Section 5. Quorum

A majority of the whole Board shall constitute a quorum for the transaction of business. The Board shall act by a majority of the members present at any meeting, except as herein otherwise provided.

Section 6. Organization

At every meeting of the Board, the President, or, in his absence, the Vice-President, or in his absence, a member of the Board designated by him, or in the absence of such designation, a Chairman chosen by a majority of the directors present, shall preside.

Section 7. Resignations

Any director may resign any time by giving written notice to the President or the Secretary of the Association or to the Board. Such resignation shall take effect upon the acceptance thereof by the Board of Directors, and the election and qualification of his successor.

Section 8. Vacancies

Except as otherwise provided by statute, any vacancy in the Board arising at any time from any cause shall be filled for the unexpired term at the next regular meeting of the Association from which such director was elected or at a special meeting of the Association called for that purpose.

Section 9. Removal of Director

The Board of Directors shall have the power to remove any member at any time with cause by the affirmative vote of four-fifths of the members of the whole Board.

ARTICLE IV.

Executive Committee and other Committees

Section 1. Executive Committee

The executive committee may exercise all of the powers granted to it by the Board of Directors and subject to the direction and control of that Board.

Section 2. Nominating Committee

It shall be the duty of the nominating committee to recommend and nominate officers to the directors at each annual meeting and to perform that function with respect to each vacancy.

ARTICLE V.

Officers

Section 1. Election

Regular elections of all officers shall be held in November of each year at the general meeting.

Section 2. Resignations

Any officer may resign at any time by giving written notice to the President or to the Secretary or to the Board of Directors. Any such resignations shall take effect at the time of the acceptance of such resignations by the Board, and the election and qualification of his successor. Any vacancy shall be filled by either the Board of Directors or in the manner prescribed by the Constitution and these By-Laws, for the original election of such officers, at their respective next regular meetings or special meetings of the Board called for such purpose.

Section 3. Removal or Suspension of Officers

Any officer may be removed or suspended from an elective or appointed position provided:

1. The Secretary mails, postage pre-paid by registered mail, return receipt requested, to his last known address at least ten (10) days notice of the specific charges against him and of date of the hearing by the Board of Directors;
2. He is given an opportunity to be heard in person and with counsel if he desires on such charges before the Board of Directors;
3. An affirmative finding by the majority of the Board of Directors that his conduct has been prejudicial to the best interests of the organization.

Section 3. Duties of Officers

(a) President

The President shall be the chief executive officer of the Association. He shall have general supervision of the business of the Association and over its several officers, subject, however, to the control of the directors. He shall, in general, perform all duties incident to the office of President.

(b) Vice-President

The Vice-President shall supervise the activities of all Board committees and in the absence of the President shall perform all of the duties of the President.

(c) Secretary

The Secretary shall be the custodian of the seal and the records of the Association and shall keep the minutes of all meetings of the membership. In general, he shall perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the Board or by the President.

(d) Financial Secretary

The Financial Secretary shall receive all monies collected and issue all membership cards, keep all records of membership status, notify the Secretary in all cases of dues delinquency and report to the Board on the income of the association and the membership condition. All monies are to be given to the Treasurer and a receipt obtained for same. The Treasurer's books and the Financial Secretary's books should correspond.

(e) Treasurer

The Treasurer shall have the care and custody of all funds of the Association. He shall deposit all such funds in the name of the Association with such depositaries as may be selected by the Board of Directors, and withdrawals therefrom shall be made in such manner as the Board of Directors may, by resolution, provide. He shall exhibit, at all reasonable times, his books of accounts and records to any of the directors of the Association. He shall render a statement to the Board,

if called upon to do so, and a full financial report at the annual meeting, if called upon to do so.

He shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board may require.

ARTICLE VI.

Elections

Section 1. Nominating Committee

- (a) Not later than thirty (30) days after the first meeting of the year the President shall appoint a nominating committee of five (5) active members.
- (b) The nominating committee shall report to the October meeting of the Board of Directors and said report read at the November general meeting.

Section 2. Nomination by Petition

Not later than the November general meeting, an active member may be nominated by a written petition signed by at least seven (7) active members of the organization in good standing, and his name added to the ballot. However, no person can be nominated by a written petition for a post of an officer if he has already been nominated in any way for a different position.

Section 3. Ballots

Not later than fifteen (15) days prior to the December general meeting the Secretary shall mail each active member of the organization in good standing at his last known address a written ballot on which shall be duly listed all nominees, whether duly made by the nominating committee or duly submitted written petitions.

Section 4. Voting

- (a) Shall take place at the November general membership meeting.
- (b) Voting shall be by secret ballot.

Section 5. Terms of Office

- (a) Officers shall take office on January first.
- (b) All of the five (5) officers shall serve for a term of one (1) year or until their successors shall be duly elected.

ARTICLE VII.

Meetings

Section 1. Meetings of the Membership

Regular and special meetings of the membership shall be held in accordance with Section 1. of ARTICLE VI of the Constitution of this organization.

Section 2. Procedure of all Meetings and the Organization

Except as otherwise provided for in the Constitution and By-Laws of this organization and insofar as practicable, Robert's Rules of Order Revised shall govern the proceedings of all meetings of the membership of this organization, of the Board of Directors, and all of its committees.

ARTICLE VIII.

Amendments

These By-Laws may be amended at any regular or special meeting of the Board of Directors or the membership on the affirmative vote of a majority of the Board present or of those active members in good standing present. Provided, however, that before any amendment may be considered or voted on by the Board or membership, notice of any proposed change shall have been mailed, postage pre-paid, by the Secretary and at the expense of the organization to each Board member or to each member in good standing at least thirty (30) days before the date set for the meeting at which the proposed amendment is to be acted upon.

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